

From: [Benton, Marvin](#)
To: [Payne, James](#); [Peycke, Mark](#); [Costello, James](#)
Cc: [Coltrain, Katrina](#); [Nixon, Lance](#); [Johnson, Lydia](#)
Subject: Case Update --Wilcox Oil Wednesday July 6, 2016
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Jim & Mark:

I believe Mark is well aware of the latest update on this case. I am out of the office on leave on July 7-8, 2016.

On May 24, 2016 a Conference Call was held with ODEQ personnel Amy Britten (Superfund Manager), Pam Dizkes (Supervising Attorney), Todd Alford (Attorney) and Tad (an Enforcement Officer) .

On this Conference Call for EPA was Region VI personnel Katrina Coltrain (RPM), Lane Nixon (Enforcement Officer), EPA HQ's Attorney Clarence Feathersen and myself.

The purpose of the "Conference Call" was to discuss if EPA could seek cost recovery against Kinder Morgan Incorporated (KMI). KMI was the successor corporation to EL Paso Energy Corporation. EL Paso Energy Corporation was the PRP that we thought we could seek cost recovery against.

EPA HQ's Attorney Clarence Feathersen informed everyone on the Conference Call that Kinder Morgan's purchase of El Paso Energy Corporation was an asset purchase of the company and not a merger. El Paso became a subsidiary of Kinder Morgan and absent further evidence --EL Paso's liability does not extend to Kinder Morgan because Kinder Morgan didn't merge with El Paso. It just acquired the company and absent a merger agreement or assumption of liabilities **no** basis for direct liability and no evidence of actions by **Kinder Morgan**

to warrant piercing corporate veil.

Thanks,

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